

BYLAWS
OF
ALL SOULS CONGREGATIONAL CHURCH

Revised January 22, 2006

ARTICLE I: Name and Location

The name of this corporation (hereinafter sometimes referred to as "this Church") shall be ALL SOULS CONGREGATIONAL CHURCH, and it shall be located in Bangor, County of Penobscot, State of Maine.

ARTICLE II: Object

The object of this Church shall be to bind together Christian people for the purpose of sharing in the worship of God and in making the will of God dominant in the lives of all persons, individually and collectively, especially as that will is set forth in the life, teachings, death and resurrection of Jesus Christ.

ARTICLE III: Corporate Powers

As a body corporate this Church shall have and assume all powers, rights, and duties incident to non-stock corporations organized under the laws of the State of Maine.

ARTICLE IV: Polity

1. Jesus Christ is the head of this Church, which finds in Holy Scriptures, interpreted by the aid of the Divine Spirit through reason, faith and conscience, its guidance in matters of faith and discipline.

2. The government of this Church is vested in its members who exercise the right of control in all its affairs, subject in legal matters to the laws of the State of Maine.

3. While this Church is amenable to no ecclesiastical judicatory, it accepts the obligations of mutual council, amity and cooperation involved in the free fellowship of the United Church of Christ, and pledges itself to share in its common aims and work.

ARTICLE V: Doctrine

1. This Church recognizes the Bible as the sufficient rule of faith and practice, and holds that living in accordance with the teachings of Jesus Christ exemplifies true fellowship.
2. All our members shall have the right to follow the Word of God according to the dictates of their own conscience, under the enlightenment of the Holy Spirit.
3. The following statement of Covenant is an expression of the spirit in which this Church exists:

We are united in striving to know the will of God as taught in the Holy Scriptures, and in our purpose to walk in the ways of the Lord made known or to be made known to us.

We hold it to be the mission of the Church of Christ to proclaim the Gospel to all, exalt the worship of the one true God, and labor for the progress of knowledge, the promotion of justice, the reign of peace, and a world where God's love binds us together as members of one family.

Depending, as did our forebears, upon the continued guidance of the Holy Spirit to lead us into all truth, we work and pray for the transformation of the world into the Kingdom of God and we look with faith for the triumph of righteousness and the life everlasting.

[Adapted from the statement of faith set forth by the National Council of Congregational Churches at Kansas City in 1913.]

4. Sacraments. The Church recognizes and celebrates the Sacraments of Baptism and the Lord's Supper.

ARTICLE VI: Membership

1. **Covenant Membership.** The membership of this corporation shall be one and the same with the Covenant membership of All Souls Congregational Church as said membership may exist on the day and date of the adoption of these Bylaws.
2. **Membership Rolls.** The Board of Deacons shall be responsible for maintaining the Membership Rolls of this Church.
3. **New Members.** Others may and shall become Covenant members of this Church when they have been received by recommendation of the Board of Deacons, and when they have publicly accepted the Covenant of this Church:
 - A. By presentation of satisfactory letters of transfer from other churches; or
 - B. By reaffirmation of faith if letters are not available; or
 - C. By confession of faith and Baptism.

4. **Associate Members.** Individuals who, while living temporarily in this community and retaining their permanent church membership elsewhere, wish to make this Church their local church home, may, upon recommendation of the Board of Deacons, be received as Associate Members.

5. **Parish Members.** Those persons who have not publicly accepted the Covenant of this Church but who participate in its life through attendance at its services or support of its organizations or support of its budget shall be known as Parish Members.

6. **Active Covenant Membership.**

A. Accepting the freedom of conscience, which has been so central in the Free Church tradition, Active Covenant Membership involves a commitment to the Christian Faith and to All Souls Congregational Church as a community through which this faith may be lived. Active Covenant Membership involves active participation, as the individual is able, in the life of this Church through attendance at its services, support of its organizations and programs, and support of its corporate life of stewardship.

B. Active Covenant Members shall be listed on the Active Roll of this Church.

7. **Inactive Covenant Membership.**

A. Inactive Covenant Membership involves an active concern for the life of this Church, but a temporary inability, by reason of being away from this community or personal circumstances, to participate in the life of this Church. Those persons who have been active members of this Church, but who have failed either to participate in the life of this Church or to respond to inquiries from this Church concerning their continuing participation in its life for a year shall be placed on the Inactive Roll of this Church by the Board of Deacons. An individual will not be maintained on the Inactive Covenant Membership Roll of this Church for longer than three years, except by a personal request to the Board of Deacons and acceptance of such a request.

B. The Board of Deacons shall establish a procedure for prior notification to those members whose names are to be placed on the Inactive Roll of this Church.

C. Those individuals whose names have been placed on the Inactive Roll of this Church shall have the privilege of the floor in business meetings of this Church but without vote. Their status on the Active Roll of this Church may be resumed by a vote of the Board of Deacons.

8. **Termination of Covenant Membership.**

A. Any Covenant member who desires a letter of transfer to another church, upon request is entitled to receive it. Such a letter shall be granted by the Board of Deacons, and thereupon membership in this Church shall cease.

B. If a Covenant member requests in writing to be released from Covenant obligations, the Board of Deacons shall patiently endeavor to secure the member's continuance in the fellowship of this Church; failing in such effort the Board of Deacons may grant the request, whereupon membership shall be terminated.

C. The Board of Deacons shall dismiss by vote persons from the rolls of this Church from the above listed and for the following reasons:

(1) For having joined another religious body, church or community.

(2) For having remained on the Inactive Rolls of this Church for a continuous period of three years.

D. The Board of Deacons shall establish a procedure for prior notification to those Covenant members whose names are to be removed from the Rolls of this Church.

E. Except as otherwise provided in these bylaws, no Covenant member may be dismissed from this Church without the recommendation of the Board of Deacons and a two-thirds vote of the Covenant members present at a duly called meeting of the church. No recommendation for dismissal shall be made by the Board of Deacons until due notice and hearing, and until faithful efforts have been made to reconcile the Covenant member to this Church.

ARTICLE VII: Qualification of Voters

The Active Covenant Members and Associate Members of this Church, fifteen years of age and upwards, shall be qualified to vote at all its meetings. All Parish Members who are fifteen years and upwards, and who regularly contribute toward the expenses of this Church, shall have the right to attend and vote in the annual and special meetings of this Church when action is to be taken relative to the use and appropriation of funds toward which they have contributed or toward which they have pledged contributions, and in meetings called for the purpose of obtaining or dismissing a pastor.

ARTICLE VIII: Services and Meetings

1. **Worship**

A. Services of Worship shall be held at given hours every Sunday except when temporarily suspended by recommendation of the Board of Deacons. Other meetings of worship may be held at the discretion of the Board of Deacons.

B. Sacraments. Sacraments of Baptism and the Lord's Supper shall be celebrated at such times and in such manner, as the Board of Deacons shall determine.

2. **Business Meetings**

A. Annual Meeting. The annual meeting of this Church shall be held at the usual place of meeting of this Church on the fourth Sunday in January at such hour as may be directed in the call.

B. Special Meetings. Special meetings may be called by the pastor, the moderator, the chairman of the Board of Deacons (also known as the Senior Deacon), or by written request of any twenty members of this Church. The nature of the business to be transacted at such special meeting shall be stated in the call.

C. Notices. It shall be the duty of the clerk to notify the members of the annual and any special meetings by mailing to each member notice of the meeting and by posting on the outer door of the meeting house of this Church a certified copy of the call of said meeting, stating the time, place, and purpose of each meeting, seven days at least prior to said meeting.

D. Quorum. A quorum shall consist of at least twenty voting members.

ARTICLE IX: Officers and Staff

The officers of this Church shall be the Minister(s), the Moderator, the Clerk, the Collector, the Treasurer, the Auditor, and the members of the Executive Board. In addition, at the recommendation of the Executive Board, the Church may elect such special officers as may be deemed necessary or advisable. All officers shall be Active Covenant Members of this Church.

1. **Minister.**

A. The Minister shall be called by a two-thirds vote of those present at a meeting of this Church and shall hold office until a resignation shall have been rendered and accepted or until the Minister shall have been dismissed by vote of this Church in accord with the terms of the call and acceptance.

B. The Minister shall have in charge the spiritual welfare of this Church under the guidance of the Board of Deacons.

C. The Minister shall be the Chief Administrative Officer of this Church and shall be an ex-officio member with vote of all boards and committees.

2. **Other Professional Staff.** Other professional staff positions (Ministers, Director of Christian Education, etc.) may be called by this Church as its work and mission may require.

3. **Moderator.**

A. The Moderator shall be elected at the annual meeting of this Church and shall hold office for one year and until a successor is elected.

B. The Moderator's duties shall be:

- (1) To preside over all meetings of this Church;
- (2) To act as the Chairman of the Board of Trustees and as Chairman of the Executive Board;
- (3) To submit a written report to the annual meeting of this Church, and
- (4) To execute, upon authority of the Board of Trustees, all deeds, documents, contracts and evidences of indebtedness of this Church.

C. The Moderator shall be the Chief Executive Officer of this Church and shall be an ex-officio member with vote of all boards and committees. In the Moderator's absence or in case of the Moderator's inability to carry out the functions of the office, the second ranking elected member of the Executive Board shall serve. The junior elected member of the Executive Board shall stand next in succession.

4. **Clerk.**

- A. The Clerk shall be elected at the annual meeting of this Church for a term of two years.
- B. The Clerk's duties shall be:
 - (1) To keep a record of all meetings of this Church and of the Board of Trustees;
 - (2) To call all meetings of this Church as specified in Section C of Article VIII;
 - (3) To submit a written report to the annual meeting of this Church;
 - (4) To keep and maintain the official records of this Church;
 - (5) To maintain a record of each legacy, devise or other special gift and to set forth in each case the conditions thereof, if any.

5. **Treasurer.**

- A. The Treasurer shall be elected at the annual meeting of this Church for a term of two years and may not serve for more than three consecutive terms.
- B. The Treasurer's duties shall be:
 - (1) To receive all money of this Church and its organizations;
 - (2) To deposit funds received in such depository, as the Executive Board shall order;
 - (3) To pay the bills of the Church on authorization of an elected member of the Executive Board;

(4) To give account of all receipts and disbursements to the Board;

(5) To submit a written report to the annual meeting of this Church;

(6) To attend meetings of the Executive Board.

C. The Treasurer shall be bonded in such amount as the Board of Trustees shall determine.

6. **Collector.**

A. The Collector shall be elected at the annual meeting of this Church for a term of one year.

B. The Collector's duties shall be:

(1) To receive all pledge payments, offerings and special collections and to keep an account thereof;

(2) To transfer to the Treasurer all money received;

(3) To furnish quarterly statements to those who pledge.

C. The Collector shall be bonded in such amount as the Board of Trustees shall determine.

7. **Auditor.**

A. The Auditor shall be elected at the annual meeting of this Church for a term of one year.

B. The Auditor's duties shall be:

(1) To examine the accounts of the Treasurer and Collector as required by this Church or the Executive Board;

(2) To submit a written report to the annual meeting of this Church.

8. **Special Officers.**

A. Upon the recommendation of the Executive Board, one or more special officers may be elected at the Annual Meeting or at any other duly called meeting of this Church. The term of any such special officer shall expire at the next Annual Meeting.

B. Any special officer so elected shall have such title and shall perform such duties as may be specified by the Executive Board.

C. The Board of Trustees may, but shall not be required to, require that any special officer be bonded in such amount as it shall determine.

ARTICLE X: Boards of this Church

1. The Boards of this Church are the Executive Board, the Board of Trustees, the Board of Deacons, and the Board of Christian Education. These Boards are governed by the following general considerations:

- A. Those elected to these Boards will be Active Covenant Members and shall serve terms as prescribed in this Article. After having served a full term, a member of any of these Boards shall be ineligible for re-election for one year.
- B. A quorum of any Board shall, unless otherwise specifically excepted, consists of one-half of the currently elected and appointed membership.
- C. While it is desirable that the Boards and Committees of this Church work in cooperation with one another, the Boards described in this Article are directly responsible to this Church, except as otherwise noted.
- D. Each Board may establish such subcommittees and auxiliary committees as may be necessary or desirable to carry out its responsibilities.
- E. Each Board shall meet on a regular basis and shall maintain records of its meetings to be kept on file in the church office.

2. **Executive Board**

- A. This Board shall consist of five members.
 - (1) A quorum shall be three members.
 - (2) Three members of this Board shall be elected by this Church. At each annual meeting of this Church a new member shall be elected for a term of three years.
 - (3) Two members shall serve ex-officio with vote: The Senior Deacon of this Church and the Chairman of the Board of Christian Education.
- B. The duties of this Board shall be:
 - (1) To act for this Church in the interim between meetings of this Church in areas not designated to other boards, committees or individuals or where this Church has not reserved to itself such action;
 - (2) To act as the Personnel Committee of this Church;
 - (a) In employing such staff members as necessary;
 - (b) In maintaining a Personnel Policy for this Church;
 - (c) In preparing and administering a personnel budget;
 - (3) To prepare the Annual Budget of this Church in consultation with those boards and committees which are funded by the Budget.

This Budget will be prepared in time for a church-wide stewardship program and the annual meeting of this Church;

(4) To act as a Grievance Committee for this Church as may be needed;

(5) To fill all vacancies which may occur on boards and committees and in offices until the annual meeting of this Church. In the case of a vacancy on the Board of Deacons, a Deacon not currently serving as an active member of the Board of Deacons shall be selected;

(6) To present to a meeting of this Church nominees to serve on a Pastoral Search Committee when a vacancy occurs in the professional ministry.

3. **Board of Trustees.**

A. This Board shall consist of thirteen members:

(1) Eight elected members, two of whom shall be elected at each annual meeting of this Church for a term of four years;

(2) Five ex-officio members with vote as follows: the three elected members of the Executive Board, the Treasurer and the Clerk.

B. The duties of this Board shall be:

(1) To oversee the business affairs of this church including:

(a) Receiving a monthly financial report from the Treasurer;

(b) Entering into such agreements and contracts as are necessary for the prudent operation of this Church;

(c) Authorizing any expenditure by a board or committee of this Church which exceed the amount set forth in the Annual Budget;

(d) Incurring such indebtedness as shall be prudent and necessary up to a maximum of ten percent of the current Annual Budget of this Church;

(2) To oversee the use, care and maintenance of all the properties of this Church including:

(a) Appointing a Committee on Buildings and Grounds, a Committee on Insurance, an Investment Advisory Committee and such other committees as the Trustees shall from time to time deem necessary;

(b) Maintaining a written policy concerning use of this Church's physical facilities;

(3) To develop and present to the Executive Board a budget pertaining to those matters under the Trustees' direction to be included as a part of the Annual Budget;

(4) To have general supervision of the endowment funds of this Church with the power:

(a) To invest and re-invest securities held by this Church whether in trust or otherwise;

(b) To authorize the Treasurer to sell, assign, and transfer securities registered in the name of this Church in trust or otherwise;

(c) To use income from unrestricted gifts, bequests, and devises for the support of the Annual Budget of this Church;

(d) To assure that no part of the principal of the unrestricted endowment funds of this Church shall be spent for any purpose except by vote of two-thirds of the members of this Church present at a meeting of this Church called solely for the purpose of considering such action.

4. Board of Deacons.

A. This Board shall consist of twelve members:

(1) Three members of this Board shall be elected at each annual meeting of this Church for a term of four years;

(2) Deacons elected by this Church for the first time shall be installed in their office during a worship service of this Church as soon as practicable following their election at the annual meeting of this Church;

(3) A Deacon, once installed, shall be considered a Deacon as long as membership in this Church is maintained and may be called upon to assist in the celebration of the Sacraments even though not currently an elected member of this Board;

(4) As soon as practicable following the annual meeting of this Church, the Minister shall call a meeting of the Board of Deacons for the purpose of electing a chairman and a secretary.

(a) The chairman of this Board shall be the Senior Deacon of this Church, and shall provide spiritual guidance to this Church and its Minister(s) as may be needed.

(b) The secretary shall maintain records of all meetings of this Board and shall maintain the membership rolls of Church as directed by this Board.

B. The duties of the Board of Deacons shall include:

- (1) Providing spiritual leadership for this Church, including, but not limited to those duties designated by these bylaws;
- (2) Being responsible for classes in which individuals may be prepared to confirm their Baptisms, and providing such preparation as may be necessary for others who seek Covenant membership in this Church;
- (3) Supplying the pulpit of the Church in case of its vacancy;
- (4) Being responsible for the benevolence and outreach programs and concerns of this Church, and preparing the Benevolence Budget for the Executive Board;
- (5) Establishing a Deacon's Fund to provide support for emergency situations as the might arise within the Parish. The Fund will be supported by non-budgeted gifts and offerings as prescribed by the Board of Deacons with the concurrence of the Board of Trustees. The Board of Deacons will report to the Annual Meeting of the Church as to the status and use of the Fund during the preceding year;
- (6) Establishing a Permanent Diaconate for this Church made up of all living Deacons of this Church who are members of this Church. The Board of Deacons shall establish a protocol for the Permanent Diaconate and shall report to the Annual Meeting of this Church any activities of the Permanent Diaconate during the preceding year;
- (7) Overseeing the use and appointment of the Meeting House of this Church;
- (8) The Senior Deacon shall attend Executive Board Meetings.

5. **Board of Christian Education.**

- A. This Board shall consist of twelve members.
 - (1) Three members of this Board shall be elected for a term of four years.
 - (2) At the first meeting following the annual meeting of this Church, the Board shall elect a chairman and a secretary.
 - (3) If there be a Director of Christian Education or other staff person with responsibilities for Christian Education, that person shall be an ex-officio member with vote of this Board.
- B. The duties of this Board shall include:
 - (1) Planning and administering the education program for this Church which may include:
 - (a) A Sunday Church School;
 - (b) Children's programs;
 - (c) Youth fellowship programs;

- (d) Adult education programs;
 - (e) Parish family life programs;
- (2) Preparing the Christian Education Budget of this Church for the Executive Board;
- (3) The Chairman of the Board of Christian Education shall attend Executive Board meetings.

ARTICLE XI: Committees and Delegates

1. The Committees and Delegates of this Church are:
- A. Standing Committees which shall include the Nominating Committee, the Stewardship Committee, the Music Committee, the Usher Committee, the Memorials Committee, the Chancel Guild, and the Coordinating Committee.
 - B. Special Committees which may be elected by this Church or appointed by any Board with approval of the Executive Board, or appointed as otherwise provided in these Bylaws.
 - C. Delegates to the Maine Conference and the Penobscot-Piscataquis Association of the United Church of Christ;
 - D. Those elected to the Standing Committees of this Church and as Delegates of this Church shall serve terms as prescribed in this Article. Any person who has served a full term on a Standing Committee or as a Delegate shall not be eligible for re-election for one year.
2. **Nominating Committee.** This Committee shall consist of nine Active Covenant members; three being elected at each annual meeting of this Church for a term of three years.
- A. No later than November 15 of each year the Minister shall call the committee together for the purpose of electing a chairman.
 - B. The committee shall prepare for the annual meeting of this Church a slate of nominations to cover all officers, members of the Boards and Committees and Delegates.
 - C. The committee shall publish for the Sunday worship service of this Church on two consecutive Sundays, the last one being no later than two weeks prior to the annual meeting, a list of all nominees.
3. **Stewardship Committee.** This committee shall consist of six members, two being elected at each annual meeting of this church for a term of three years and the retiring chairperson of the committee shall continue for the succeeding year as an ex-officio member of the committee. The committee shall be responsible for the annual stewardship program of this Church. It shall work with the Executive Board in carrying out its responsibilities.
4. **Music Committee.** This committee shall consist of six members, two being elected at each annual meeting of this Church for a term of three years. This committee shall be responsible for the music programs of this Church. It shall

make timely reports to the Board of Trustees on the condition of the musical instruments owned by this Church. It shall make recommendations to the Executive Board on the employment of any part-time music staff members. It shall annually prepare a music budget for the Executive Board.

5. **Usher Committee.** This committee shall consist of four members, two being elected at each annual meeting of this Church for a term of two years. This committee shall be responsible for providing ushers for the worship services of this Church following procedures established by the Board of Deacons.

6. **Memorials Committee.** This committee shall consist of four members, one being elected each year at the annual meeting of this Church for a term of four years. One member of this committee shall be a member of the Board of Trustees. The Memorials Committee shall be responsible for the Memorial Book and the memorial gifts to this Church following procedures established by the Board of Trustees.

7. **Chancel Guild.** This committee shall consist of four members, two being elected at each annual meeting of this Church for a term of two years. This committee shall be responsible for the furnishings used in the Chancel of this Church and the Communion Table furnishings. Its procedures shall be developed in consultation with the Board of Deacons.

8. **Coordinating Committee.** This committee shall consist of eight members, four being elected at each annual meeting of this Church for a term of two years. This committee shall be responsible for the furnishings of the kitchens of this Church, for making arrangements for social functions of this Church, for assisting as may be necessary with the work of the Church office. Its procedures shall be developed in consultation with the Board of Trustees.

9. **Delegates.** This Church shall elect at its annual meeting for terms of two years delegates who shall be Active Covenant Members to represent it at the meetings of the Maine Conference and the Penobscot-Piscataquis Association of the United Church of Christ. The delegates shall submit a written report to the annual meeting of this Church.

ARTICLE XII: Fiscal Year

The calendar year shall be the fiscal year of the corporation.

ARTICLE XIII: Effective Date

These amended and restated Bylaws shall be effective immediately upon adoption by this Church. All officers and all members of Boards, Committees and Delegates serving unexpired terms at the Effective Date shall complete the terms to which elected unless otherwise provided in these Bylaws.

ARTICLE XIV: Amendments

These Bylaws may be altered or amended by a two-thirds vote of those present at any regular or special meeting of this Church, provided the proposed amendment be set forth in the call for said meeting, except that the provisions of Articles I to V inclusive shall not be amended save by a two-thirds vote of those Active Covenant Members present at a meeting of this Church, the proposed amendment having been presented in writing at a regular or special meeting of this church held not less than two months previously.

BYLAWS

All Souls Congregational Church

January 22, 2006